

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

In re

**THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,**

As a representative of

THE COMMONWEALTH OF PUERTO RICO
et al.,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**NINTH MONTHLY FEE STATEMENT OF PJT PARTNERS LP
AS INVESTMENT BANKER AND FINANCIAL ADVISOR TO THE FINANCIAL
OVERSIGHT AND MANAGEMENT BOARD OF PUERTO RICO FOR COMPENSATION
AND REIMBURSEMENT OF OUT-OF-POCKET EXPENSES INCURRED FOR
THE PERIOD OF OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019**

SUMMARY SHEET

Name of Applicant:	PJT Partners LP	
Authorized to Provide Professional Services to:	Financial Oversight and Management Board for Puerto Rico Pursuant to PROMESA	
Period for which Compensation and Reimbursement is Sought:	October 1, 2019 through October 31, 2019	
Amount of Compensation Sought as Actual, Reasonable, and Necessary:	<u>Total Before Holdback</u> \$1,250,000.00	<u>(Holdback @ 10%)</u> (\$125,000.00)

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Amount of Expense Reimbursement Sought
As Actual, Reasonable, and Necessary: \$6,434.20

Amount of Cash Payment Sought: \$1,131,434.20

This is a x monthly fee statement interim fee application final fee application

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**NINTH MONTHLY FEE STATEMENT OF PJT PARTNERS LP
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AND REIMBURSEMENT OF OUT-OF-POCKET EXPENSES INCURRED FOR
THE PERIOD OF OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019**

PJT Partners LP (“PJT”), investment banker to the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), hereby submits its statement of fees and out-of-pocket expenses (the “Ninth Monthly Fee Statement”), pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management and Economic Stability Act of 2016 (“PROMESA”), section 503(b) of title 11, United States Code (the “Bankruptcy Code”) as made applicable to these cases by section 301(a) of PROMESA, Rule 2016 of the Federal Rules of Bankruptcy

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK- 3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747).

Procedures (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Puerto Rico (the “Local Rules”), and the Interim Compensation Order (as hereinafter defined) for allowance of compensation for the period of October 1, 2019 through October 31, 2019 (the “Ninth Compensation Period”). In support of this Monthly Fee Statement, PJT states as follows:

I. Background

1. On May 3, 2017, the Oversight Board commenced a title III case for the Commonwealth of Puerto Rico by filing a voluntary petition for relief pursuant to section 304 (a) of PROMESA (the “Commonwealth Title III Case”). Thereafter, the Oversight Board commenced a title III case for each of COFINA, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS Title III Case”), the Puerto Rico Highways and Transportation Authority (“HTA Title III Case”), and the Puerto Rico Electric Power Authority (“PREPA Title III Case”) (all such cases, together with the Commonwealth Title III Case, the “Title III Cases”).² By orders dated June 29, 2017 [Docket No. 537] and October 6, 2017 [Docket No. 1417], the court approved the joint administration of the Title III Cases.

2. On August 23, 2017, the court entered the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1150]. On November 8, 2017, the court entered the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1715]. On June 6, 2019, the court entered the *Second Amended Order Setting Procedures for Interim*

² Unless otherwise indicated, references to docket numbers shall be to the docket of the Commonwealth Title III Case.

Compensation and Reimbursement of Expenses of Professionals [Docket No. 3269] (the “Interim Compensation Order”).

3. The Oversight Board retained PJT as its investment banker pursuant to the terms of the engagement agreement (the “Engagement Agreement”) dated February 2, 2019, effective as of February 1, 2019.

II. PJT’s Request for Compensation and Reimbursement of Out-of-Pocket Expenses

4. For the Ninth Compensation Period, pursuant to the Engagement Agreement and the Interim Compensation Order, PJT (a) (i) is entitled to compensation of monthly fees in the amount of \$1,250,000.00, and (ii) is entitled to reimbursement of out-of-pocket expenses incurred in the amount of \$6,434.20, and (b) seeks payment in the amount of \$1,131,434.20 (reflecting 90% of the fees due and 100% of the total amount of out-of-pocket expenses incurred by PJT during the Ninth Compensation Period). Although every effort has been made to include all expenses incurred during the Ninth Compensation Period, some expenses might not be included in this Monthly Fee Statement due to delays caused in connection with the accounting and processing of such expenses. Accordingly, PJT reserves the right to make further application to this Court for allowance of such expenses incurred during the Ninth Compensation Period but not included herein.

5. An invoice detailing the fees earned by PJT during the Ninth Compensation Period is attached hereto as Appendix A. A summary of all fees earned during the Ninth Compensation Period is outlined below:

<u>Ninth Compensation Period</u>	<u>Monthly Fees</u>	<u>Holdback @ 10%</u>	<u>Out-of-Pocket Expenses</u>	<u>Amount(s) Due</u>
October 1 – 31, 2019	\$1,250,000.00	(\$125,000.00)	\$6,434.20	\$1,131,434.20

6. The amount of fees and out-of-pocket expenses sought in this Monthly Fee Statement and PJT’s compensation practices are consistent with market practices both in and out of a bankruptcy context. PJT has never billed its clients based on the number of hours expended

by its professionals. Accordingly, PJT does not have hourly rates for its professionals and PJT's professionals generally do not maintain detailed time records of the work performed for its clients. PJT has, however, maintained contemporaneous time records in one-half hour increments. Time records with respect to the 691.5 hours expended by PJT professionals in providing investment banking services to the Oversight Board during the Ninth Compensation Period are provided in Appendix B.

7. A summary of the total amount of hours expended by PJT professionals during the Ninth Compensation Period is provided below:

Hours Expended By Professional		
Professional	Title	Total
Steven Zelin	Partner	59.5
William Evarts	Vice President	242.0
Gregory Nelson	Associate	151.0
Daniel Cajigas	Analyst	239.0
Total Hours		691.5

III. Requested Relief

8. Pursuant to Sections 316 and 317 of PROMESA, the Interim Compensation Order and the Engagement Agreement, with respect to (a) PJT's monthly fees in the amount of \$1,250,000.00, and (b) the reimbursement of PJT's out-of-pocket expenses in the amount of \$6,434.20, in each case earned or incurred during the Ninth Compensation Period, PJT hereby requests that the applicable Debtors make the following payment to PJT:

Monthly Fees	\$1,250,000.00
Less: 10% Holdback	<u>(125,000.00)</u>
Subtotal	1,125,000.00
Out-Of-Pocket Expenses	<u>6,434.20</u>
Total Amount Due	<u>\$1,131,434.20</u>

Dated: March 16, 2020

PJT PARTNERS LP

By: /s/ Steven Zelin

Steven Zelin
Partner

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

In re

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

As a representative of

THE COMMONWEALTH OF PUERTO RICO
et al.,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

CERTIFICATION FOR FEES AND OUT-OF-POCKET EXPENSES
FOR PROFESSIONALS IN RESPECT OF NINTH MONTHLY FEE STATEMENT
OF PJT PARTNERS LP FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF OUT-OF-POCKET EXPENSES INCURRED

Steven Zelin, being duly sworn, deposes and says:

1. I am a partner with the applicant firm, PJT Partners LP (“PJT”).

2. In accordance with sections 316 and 317 of the Puerto Rico Oversight,

Management and Economic Stability Act of 2016, Rule 2016-1 of the Local Bankruptcy Rules

for the United States Bankruptcy Court for the District of Puerto Rico (the “Local Rules”), the

Office of the United States Trustee guidelines (the “UST Guidelines”), and the *Second Amended*

Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of

Professionals [Docket No. 3269], this certification is made with respect to PJT’s monthly fee

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statement dated March 16, 2020 (the “Ninth Monthly Fee Statement”), for allowance of compensation for the period of October 1, 2019 through October 31, 2019.

3. In respect of Local Rule 2016-1(a)(4), I certify that:
 - a. I have read the Ninth Monthly Fee Statement;
 - b. To the best of my knowledge, information and belief, formed after reasonable inquiry, the fees sought conforms with the United States Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the UST Guidelines, and the Local Rules; and
 - c. The fees and out-of-pocket expenses sought are customarily charged by PJT and generally accepted by PJT’s clients.

By: /s/ Steven Zelin
Steven Zelin
Partner

APPENDIX A

PJT Partners



March 16, 2020

Kyle Rifkind
Restructuring Officer and Deputy General Counsel
Financial Oversight and Management Board for Puerto Rico
P.O. Box 192018
San Juan, PR 00919

Monthly Fee for the period of October 1, 2019 through October 31, 2019:	\$	1,250,000.00
Less: Holdback @ 10%		(125,000.00)

Out-of-pocket expenses processed through November 11, 2019:⁽¹⁾

Airfare	\$	4,071.31	
Ground Transportation		1,085.24	
Communications		98.95	
Meals		313.93	
Lodging		864.77	6,434.20
			<hr/>
Total Amount Due	\$		<u>1,131,434.20</u>

Please wire transfer funds to:

First Republic Bank
1230 Avenue of the Americas
New York, NY 10020
ABA# 321 081 669
Credit Account: PJT Partners LP | PJT RSSG Account
Account # 80008146369

Invoice No. 10011622

⁽¹⁾ Expenses incurred, but not yet processed due to timing differences will be billed at a later date.

PJT Partners LP
Finance Department - 17th Floor
280 Park Avenue
New York, NY 10017
(212) 364-7800
PJTUSInvoicing@pjtpartners.com

Financial Oversight and Management Board for Puerto Rico
Summary of Expenses

	GL Detail Nov-19	Total Expenses
Airfare	\$ 4,071.31	\$ 4,071.31
Ground Transportation	1,085.24	1,085.24
Communications	98.95	98.95
Meals with Clients	206.48	206.48
Employee Meals	107.45	107.45
Lodging	864.77	864.77
Total	\$ 6,434.20	\$ 6,434.20
Airfare		\$ 4,071.31
Ground Transportation		1,085.24
Communications		98.95
Meals		313.93
Lodging		864.77
 Total Expenses		 \$ 6,434.20

**Financial Oversight and Management Board for Puerto Rico
Detail of Expenses Processed
Through November 11, 2019
Invoice No. 10011622**

Airfare

Zelin (travel agency booking fee for flight to Boston, MA from Queens, NY on 04/16/19)	04/15/19	95.00	
Zelin (one-way flight to Boston, MA from Queens, NY)	04/16/19	644.19	
Zelin (travel agency booking fee for flight to/from San Juan, PR from/to Philadelphia, PA)	04/24/19 - 04/25/19	95.00	
Zelin (one-way flight to San Juan, PR from Philadelphia, PA)	04/24/19	846.28	
Zelin (one-way flight from San Juan, PR to Queens, NY)	04/25/19	1,564.13	
Zelin (travel agency booking fee for flight to/from San Juan, PR from/to Queens, NY on 05/07/19)	05/02/19	95.00	
Zelin (round-trip flight to/from San Juan, PR from/to Queens, NY)	05/07/19	731.71	
	Subtotal - Airfare		\$ 4,071.31

Ground Transportation

Cajigas (weeknight taxi home from office after working late)	02/07/19	34.98	
Cajigas (weeknight taxi home from office after working late)	02/11/19	25.19	
Cajigas (taxi to client meeting in New York, NY from office)	02/20/19	14.75	
Cajigas (taxi to office in New York, NY from client meeting)	02/20/19	16.56	
Cajigas (weekend taxi to office from home)	02/23/19	27.27	
Cajigas (weekend taxi home from office)	02/23/19	30.74	
Cajigas (weekend taxi to office from home)	02/24/19	25.29	
Cajigas (weekend taxi home from office)	02/24/19	29.47	
Zelin (car service to client meeting in New York, NY)	04/05/19	59.56	
Zelin (car service to LaGuardia Airport in Queens, NY from home)	04/16/19	158.35	
Zelin (car service to hotel in Boston, MA from airport)	04/16/19	130.00	
Zelin (train fare for train to Stamford, CT from Boston, MA)	04/16/19	309.00	
Zelin (car service to hotel in San Juan, PR from airport)	04/24/19	112.04	
Zelin (car service to hotel in San Juan, PR from airport)	05/07/19	112.04	
	Subtotal - Ground Transportation		1,085.24

Communications

Zelin (wi-fi access while traveling)	05/07/19	49.00	
Zelin (wi-fi access while traveling)	05/24/19	49.95	
	Subtotal - Communications		98.95

Meals with Clients

Zelin (working breakfast meal with F. Batlle in New York, NY)	05/02/19	93.93	
Zelin (working dinner meal with W. Evarts & F. Batlle in San Juan, PR)	05/08/19	112.55	
	Subtotal - Meals with Clients		206.48

Employee Meals

Zelin (working lunch meal during client meeting in New York, NY)	03/14/19	26.15	
Zelin (working dinner meal @ hotel in San Juan, PR)	05/07/19	43.45	
Zelin (working dinner meal with W. Evarts @ airport in San Juan, PR)	05/08/19	37.85	
	Subtotal - Employee Meals		107.45

Lodging

Zelin (1 day hotel stay in San Juan, Puerto Rico)	04/24/19 - 04/25/19	604.12	
Zelin (1 day hotel stay in San Juan, Puerto Rico)	05/07/19 - 05/08/19	260.65	
	Subtotal - Lodging		864.77
	Total Expenses		\$ 6,434.20

APPENDIX B

PJT PARTNERS LP
SUMMARY OF HOURS FOR THE PERIOD OF
OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019

Professional	Title	Hours
Steve Zelin	Partner	59.5
William Evarts	Vice President	242.0
Gregory Nelson	Associate	151.0
Daniel Cajigas	Analyst	<u>239.0</u>
	Total	<u><u>691.5</u></u>

PJT PARTNERS LP
HOURLY DETAILS FOR THE PERIOD OF
OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019

Professional	Date	Hours	Explanation	Entity
Steve Zelin	10/01/19	1.0	Working Group Call	CW/HTA/ERS
Steve Zelin	10/02/19	9.0	Mediation and Related Meetings	CW
Steve Zelin	10/03/19	1.0	Working Group Call	CW/HTA/ERS
Steve Zelin	10/04/19	1.0	Working Group Call	CW/HTA/ERS
Steve Zelin	10/04/19	1.0	FOMB Board Call	CW/HTA/ERS
Steve Zelin	10/06/19	1.0	Review of Creditor Counterproposal	CW
Steve Zelin	10/09/19	1.0	Working Group Call	CW/HTA/ERS
Steve Zelin	10/09/19	1.5	Review of Analysis of Creditor Counterproposal	CW
Steve Zelin	10/10/19	3.0	Review and Comment on Board Analysis	CW
Steve Zelin	10/10/19	4.0	Mediation Meetings	CW
Steve Zelin	10/10/19	0.5	Call with FOMB and AAFAF Advisors	CW
Steve Zelin	10/11/19	1.0	Working Group Call	CW/HTA/ERS
Steve Zelin	10/11/19	1.0	Call with FOMB and AAFAF Advisors	CW
Steve Zelin	10/11/19	1.0	FOMB Board Call	CW/HTA/ERS
Steve Zelin	10/11/19	2.0	Calls with FOMB Advisors	CW
Steve Zelin	10/14/19	3.0	Travel to DC	CW/HTA/ERS
Steve Zelin	10/15/19	4.0	Board Meeting	CW
Steve Zelin	10/15/19	3.0	Travel to NYC	CW
Steve Zelin	10/16/19	1.0	Working Group Call	CW/HTA/ERS
Steve Zelin	10/17/19	2.0	Discussions re Board Materials	CW/HTA/ERS
Steve Zelin	10/18/19	1.0	Working Group Call	CW
Steve Zelin	10/19/19	0.5	Internal Group Call	CW
Steve Zelin	10/19/19	1.0	Working Group Call	CW
Steve Zelin	10/20/19	2.0	Review Materials	CW
Steve Zelin	10/20/19	0.5	Internal Call	CW
Steve Zelin	10/20/19	1.0	Preparation for Board Call	CW
Steve Zelin	10/21/19	1.0	Review Analysis and Materials	CW
Steve Zelin	10/21/19	1.0	Board Call	CW
Steve Zelin	10/21/19	1.0	Working Group Call	CW/HTA/ERS
Steve Zelin	10/21/19	1.0	Call with FOMB and AAFAF	CW/HTA/ERS
Steve Zelin	10/22/19	1.0	Working Group Call	CW/HTA/ERS
Steve Zelin	10/23/19	0.5	Working Group Call	CW/HTA/ERS
Steve Zelin	10/24/19	4.0	Mediation	CW
Steve Zelin	10/25/19	1.0	Board Call	CW/HTA/ERS
Steve Zelin	10/31/19	1.0	FOMB Board Call	CW
		<u>59.5</u>		

PJT PARTNERS LP
HOURLY DETAILS FOR THE PERIOD OF
OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019

Professional	Date	Hours	Explanation	Entity
Willie Evarts	10/01/19	1.0	Working Group Call	CW/HTA/ERS
Willie Evarts	10/01/19	5.0	Calls with AAFAF and CW Advisors	CW
Willie Evarts	10/01/19	5.0	Revisions to Analysis	CW
Willie Evarts	10/01/19	2.5	Preparation of Talking Points	CW
Willie Evarts	10/02/19	9.0	Mediation and Related Meetings	CW
Willie Evarts	10/03/19	1.0	Working Group Call	CW/HTA/ERS
Willie Evarts	10/03/19	1.5	Review and edits to information for mediator	CW
Willie Evarts	10/03/19	1.0	Discussion regarding materials for creditors	CW
Willie Evarts	10/03/19	5.0	Review of documents for creditors	CW
Willie Evarts	10/04/19	1.0	Working Group Call	CW/HTA/ERS
Willie Evarts	10/04/19	1.0	Correspondence with counsel	HTA
Willie Evarts	10/04/19	1.0	Discussion with AAFAF Advisors	HTA
Willie Evarts	10/04/19	1.0	FOMB Board Call	CW/HTA/ERS
Willie Evarts	10/04/19	4.0	Summary Materials re Cash	CW
Willie Evarts	10/05/19	1.0	Correspondence with AAFAF Advisors	CW/ERS
Willie Evarts	10/05/19	1.0	Discussion with FOMB Advisors	HTA
Willie Evarts	10/05/19	3.0	Review of Analysis	HTA
Willie Evarts	10/06/19	4.0	Review of Analysis	HTA
Willie Evarts	10/06/19	2.0	Internal Discussions re Analysis	HTA
Willie Evarts	10/06/19	1.0	Review of Holdings Information	CW
Willie Evarts	10/06/19	2.0	Review of Creditor Counterproposal	CW
Willie Evarts	10/07/19	0.5	Correspondence with AAFAF Advisors	CW
Willie Evarts	10/07/19	3.0	Review of Creditor Counterproposal Analysis	CW
Willie Evarts	10/07/19	4.0	Internal Meeting with Counsel	CW
Willie Evarts	10/07/19	1.0	Call re Mediation	HTA
Willie Evarts	10/07/19	2.0	Review of Revised Presentation	HTA
Willie Evarts	10/08/19	8.0	Mediation and Related Meetings	HTA
Willie Evarts	10/08/19	1.0	Correspondence and edits to analysis	CW
Willie Evarts	10/08/19	1.0	Mediation Follow-Up Analysis	CW
Willie Evarts	10/09/19	1.0	Working Group Call	CW/HTA/ERS
Willie Evarts	10/09/19	1.0	Review and Correspondence re Mediator Memo	CW
Willie Evarts	10/09/19	1.0	Review of Mediation Follow-Up Documents	CW
Willie Evarts	10/09/19	3.0	Review of Analysis of Creditor Counterproposal	CW
Willie Evarts	10/10/19	6.0	Review and Comment on Board Analysis	CW
Willie Evarts	10/10/19	1.0	Discussion re Materials for Creditors	CW
Willie Evarts	10/10/19	4.0	Mediation Meetings	CW
Willie Evarts	10/10/19	0.5	Call with FOMB and AAFAF Advisors	CW
Willie Evarts	10/11/19	1.0	Working Group Call	CW/HTA/ERS
Willie Evarts	10/11/19	1.0	Call with FOMB and AAFAF Advisors	CW
Willie Evarts	10/11/19	1.0	FOMB Board Call	CW/HTA/ERS

PJT PARTNERS LP
HOURLY DETAILS FOR THE PERIOD OF
OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019

Professional	Date	Hours	Explanation	Entity
Willie Evarts	10/11/19	1.5	Call with FOMB Executive	CW/HTA/ERS
Willie Evarts	10/11/19	1.0	Coordination with Mediation Team	CW
Willie Evarts	10/11/19	2.0	Calls with FOMB Advisors	CW
Willie Evarts	10/11/19	3.0	Revisions to FOMB Materials	CW/HTA/ERS
Willie Evarts	10/12/19	4.0	Revisions to FOMB Materials	CW/HTA/ERS
Willie Evarts	10/13/19	7.0	Revisions to FOMB Materials	CW/HTA/ERS
Willie Evarts	10/14/19	1.0	Working Group Call	CW/HTA/ERS
Willie Evarts	10/14/19	7.0	Revisions to FOMB Materials	CW/HTA/ERS
Willie Evarts	10/14/19	5.0	Travel to DC	CW/HTA/ERS
Willie Evarts	10/14/19	1.5	Calls with FOMB Executives	CW
Willie Evarts	10/15/19	5.0	Court Hearing	CW
Willie Evarts	10/15/19	4.0	Board Meeting	CW
Willie Evarts	10/15/19	3.0	Travel to NYC	CW
Willie Evarts	10/16/19	1.0	Working Group Call	CW/HTA/ERS
Willie Evarts	10/16/19	2.0	Meeting with Creditors and Advisors	CW/HTA
Willie Evarts	10/16/19	2.0	Discussions re Cleansing Materials	CW
Willie Evarts	10/16/19	1.0	Call with FOMB Executive	CW
Willie Evarts	10/16/19	1.5	Review of Creditor Committee Presentation	CW
Willie Evarts	10/16/19	0.5	Review of Legal Analysis	CW
Willie Evarts	10/17/19	1.0	Working Group Call	CW/HTA/ERS
Willie Evarts	10/17/19	2.0	Discussions re Board Materials	CW/HTA/ERS
Willie Evarts	10/17/19	3.0	Discussions and Calls re Cleansing	CW/HTA/ERS
Willie Evarts	10/17/19	2.5	Comments and Changes to Presentation Materials	CW/HTA/ERS
Willie Evarts	10/18/19	3.0	Meeting with AAFAF and FOMB Advisors	CW
Willie Evarts	10/18/19	1.0	Working Group Call	CW
Willie Evarts	10/19/19	5.0	Comments and Changes to Presentation Materials	CW
Willie Evarts	10/19/19	1.0	Call with FOMB Executive	CW
Willie Evarts	10/19/19	0.5	Internal Group Call	CW
Willie Evarts	10/19/19	1.0	Working Group Call	CW
Willie Evarts	10/20/19	0.5	Internal Call	CW
Willie Evarts	10/20/19	2.0	Preparation for Board Call	CW
Willie Evarts	10/20/19	1.5	Calls with Board Members	CW
Willie Evarts	10/21/19	3.0	Follow-Up Analysis to Board Call	CW
Willie Evarts	10/21/19	1.0	Board Call	CW
Willie Evarts	10/21/19	1.0	Working Group Call	CW/HTA/ERS
Willie Evarts	10/21/19	0.5	Calls with Creditors	CW
Willie Evarts	10/21/19	0.5	Internal Group Call	HTA
Willie Evarts	10/21/19	1.0	Call with FOMB and AAFAF	CW/HTA/ERS
Willie Evarts	10/21/19	1.0	Calls re Cleansing Materials	HTA
Willie Evarts	10/22/19	1.0	Working Group Call	CW/HTA/ERS

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Professional	Date	Hours	Explanation	Entity
Willie Evarts	10/22/19	2.0	Calls re Cleansing Materials	HTA
Willie Evarts	10/22/19	2.0	Settlement Proposal Preparation	CW
Willie Evarts	10/22/19	0.5	Correspondence regarding meeting	HTA
Willie Evarts	10/22/19	0.5	Call with FOMB Executive	CW
Willie Evarts	10/23/19	0.5	Working Group Call	CW/HTA/ERS
Willie Evarts	10/23/19	2.5	Meeting with AAFAF and FOMB Advisors	CW
Willie Evarts	10/23/19	0.5	Call with FOMB Advisor	HTA
Willie Evarts	10/23/19	1.0	Updates to Settlement Proposal	CW
Willie Evarts	10/23/19	0.5	Call with Creditor	CW
Willie Evarts	10/23/19	1.0	Call with FOMB and AAFAF Advisors	CW
Willie Evarts	10/23/19	1.0	Call with FOMB and AAFAF Advisors	HTA
Willie Evarts	10/24/19	4.0	Mediation	CW
Willie Evarts	10/24/19	1.0	Call with Working Group	CW
Willie Evarts	10/24/19	1.0	Call with Mediator Financial Advisor	CW
Willie Evarts	10/24/19	1.0	Preparation for Call with Mediator FA	CW
Willie Evarts	10/24/19	2.0	Modifications to Settlement Proposal	CW
Willie Evarts	10/24/19	0.5	Review of Materials for Mediator FA	CW
Willie Evarts	10/25/19	1.0	Working Group Call	CW/HTA/ERS
Willie Evarts	10/25/19	0.5	Call with Creditor Advisor	CW
Willie Evarts	10/25/19	1.0	Calls with Counsel re Document Production	CW
Willie Evarts	10/25/19	1.0	Board Call	CW/HTA/ERS
Willie Evarts	10/26/19	1.0	Review of Legal Filing	CW
Willie Evarts	10/27/19	0.5	Correspondence with Board Member	CW
Willie Evarts	10/27/19	1.0	Analysis for Board Member	CW
Willie Evarts	10/27/19	0.5	Call with Creditor	CW
Willie Evarts	10/28/19	0.5	Working Group Call	CW/HTA/ERS
Willie Evarts	10/28/19	1.0	Calls with FOMB Advisors	CW
Willie Evarts	10/28/19	3.0	Meeting with FOMB Advisors and Counsel	CW
Willie Evarts	10/28/19	1.0	Analysis for FOMB Counsel	CW
Willie Evarts	10/28/19	1.0	Call with AAFAF and FOMB Advisors	HTA
Willie Evarts	10/29/19	0.5	Working Group Call	CW/HTA/ERS
Willie Evarts	10/29/19	0.5	Call re Settlement Structure	CW
Willie Evarts	10/29/19	1.0	Internal Meeting re Proposal	CW
Willie Evarts	10/29/19	2.5	Meeting with AAFAF and FOMB Advisors	CW
Willie Evarts	10/29/19	0.5	Call re Cleansing Materials	CW/HTA
Willie Evarts	10/29/19	1.0	Internal Working Group Call	CW
Willie Evarts	10/29/19	1.0	Review of Commonwealth Results	CW
Willie Evarts	10/30/19	0.5	Working Group Call	CW/HTA/ERS
Willie Evarts	10/30/19	3.0	Meeting with AAFAF and FOMB Advisors	CW/HTA
Willie Evarts	10/30/19	1.0	Internal Calls	CW

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Willie Evarts	10/30/19	0.5	Review of Revised Holdings	CW
Willie Evarts	10/30/19	1.0	Review of Materials for Mediator FA	CW
Willie Evarts	10/30/19	5.0	Review of Creditor Counter	CW
Willie Evarts	10/31/19	0.5	Working Group Call	CW/HTA/ERS
Willie Evarts	10/31/19	2.0	Review of Materials Summarizing Proposal	CW
Willie Evarts	10/31/19	1.0	FOMB Board Call	CW
Willie Evarts	10/31/19	2.0	Review of AAFAF Proposal	CW
Willie Evarts	10/31/19	2.0	Revisions to Board Materials	CW
Willie Evarts	10/31/19	1.0	Call with FOMB Advisors	HTA
Willie Evarts	10/31/19	1.0	Call with FOMB and AAFAF Advisors	CW
		242.0		

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Professional	Date	Hours	Explanation	Entity
Gregory Nelson	10/01/19	1.0	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/01/19	5.0	Calls with AAFAF and CW Advisors	CW
Gregory Nelson	10/01/19	5.0	Review Analysis	CW
Gregory Nelson	10/02/19	9.0	Mediation and Related Meetings	CW
Gregory Nelson	10/03/19	1.0	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/04/19	1.0	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/04/19	1.0	Review FOMB Advisor's Materials	HTA
Gregory Nelson	10/04/19	1.0	Discussion with AAFAF Advisors	HTA
Gregory Nelson	10/04/19	1.0	FOMB Board Call	CW/HTA/ERS
Gregory Nelson	10/05/19	1.0	Review Materials from FOMB Advisors	HTA
Gregory Nelson	10/05/19	1.5	Preparation of Analysis	HTA
Gregory Nelson	10/06/19	2.0	Internal Discussions re Analysis	HTA
Gregory Nelson	10/06/19	2.0	Review of Creditor Counterproposal	CW
Gregory Nelson	10/07/19	2.0	Review of Creditor Counterproposal Analysis	CW
Gregory Nelson	10/08/19	1.0	Review Creditor Proposal	CW
Gregory Nelson	10/09/19	1.0	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/10/19	2.0	Review and Comment on Board Analysis	CW
Gregory Nelson	10/10/19	1.0	Discussion re Materials for Creditors	CW
Gregory Nelson	10/10/19	4.0	Mediation Meetings	CW
Gregory Nelson	10/10/19	0.5	Call with FOMB and AAFAF Advisors	CW
Gregory Nelson	10/11/19	1.0	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/11/19	1.0	Call with FOMB and AAFAF Advisors	CW
Gregory Nelson	10/11/19	1.0	FOMB Board Call	CW/HTA/ERS
Gregory Nelson	10/11/19	2.0	Calls with FOMB Advisors	CW
Gregory Nelson	10/11/19	1.5	Review FOMB Materials	CW/HTA/ERS
Gregory Nelson	10/12/19	2.0	Revisions to FOMB Materials	CW/HTA/ERS
Gregory Nelson	10/13/19	2.0	Revisions to FOMB Materials	CW/HTA/ERS
Gregory Nelson	10/14/19	1.0	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/14/19	4.0	Revisions to FOMB Materials	CW/HTA/ERS
Gregory Nelson	10/14/19	5.0	Travel to DC	CW/HTA/ERS
Gregory Nelson	10/15/19	5.0	Court Hearing	CW
Gregory Nelson	10/15/19	4.0	Board Meeting	CW
Gregory Nelson	10/15/19	5.0	Travel to NYC	CW
Gregory Nelson	10/16/19	1.0	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/16/19	2.0	Review Analysis	CW
Gregory Nelson	10/16/19	2.0	Meeting with Creditors and Advisors	CW/HTA
Gregory Nelson	10/16/19	2.0	Review Materials	CW/HTA.ERS
Gregory Nelson	10/17/19	1.0	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/17/19	3.0	Review Materials	CW/HTA/ERS
Gregory Nelson	10/17/19	2.0	Discussions re Board Materials	CW/HTA/ERS

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Gregory Nelson	10/18/19	3.0	Review Presentation Materials	CW/HTA/ERS
Gregory Nelson	10/18/19	3.0	Meeting with AAFAF and FOMB Advisors	CW
Gregory Nelson	10/18/19	1.0	Working Group Call	CW
Gregory Nelson	10/19/19	4.0	Review Presentation Materials	CW
Gregory Nelson	10/19/19	0.5	Internal Group Call	CW
Gregory Nelson	10/19/19	1.0	Working Group Call	CW
Gregory Nelson	10/20/19	1.0	Review Analysis	CW
Gregory Nelson	10/21/19	3.0	Follow-Up Analysis to Board Call	CW
Gregory Nelson	10/21/19	1.0	Board Call	CW
Gregory Nelson	10/21/19	1.0	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/21/19	0.5	Internal Group Call	HTA
Gregory Nelson	10/21/19	1.0	Call with FOMB and AAFAF	CW/HTA/ERS
Gregory Nelson	10/22/19	1.0	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/22/19	2.0	Review Presentation Materials	CW
Gregory Nelson	10/23/19	0.5	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/23/19	2.5	Meeting with AAFAF and FOMB Advisors	CW
Gregory Nelson	10/23/19	1.0	Updates to Settlement Proposal	CW
Gregory Nelson	10/23/19	1.0	Call with FOMB and AAFAF Advisors	CW
Gregory Nelson	10/23/19	1.0	Call with FOMB and AAFAF Advisors	HTA
Gregory Nelson	10/24/19	4.0	Mediation	CW
Gregory Nelson	10/24/19	1.0	Call with Working Group	CW
Gregory Nelson	10/24/19	1.0	Preparation for Call with Mediator FA	CW
Gregory Nelson	10/24/19	0.5	Review of Materials for Mediator FA	CW
Gregory Nelson	10/25/19	1.0	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/25/19	1.0	Board Call	CW/HTA/ERS
Gregory Nelson	10/28/19	0.5	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/28/19	1.0	Calls with FOMB Advisors	CW
Gregory Nelson	10/28/19	3.0	Meeting with FOMB Advisors and Counsel	CW
Gregory Nelson	10/28/19	1.0	Call with AAFAF and FOMB Advisors	HTA
Gregory Nelson	10/29/19	0.5	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/29/19	0.5	Call re Settlement Structure	CW
Gregory Nelson	10/29/19	1.0	Internal Meeting re Proposal	CW
Gregory Nelson	10/29/19	2.5	Meeting with AAFAF and FOMB Advisors	CW
Gregory Nelson	10/29/19	1.0	Internal Working Group Call	CW
Gregory Nelson	10/30/19	1.0	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/30/19	0.5	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/30/19	3.0	Meeting with AAFAF and FOMB Advisors	CW/HTA
Gregory Nelson	10/30/19	2.0	Review of Creditor Counter	CW
Gregory Nelson	10/31/19	0.5	Working Group Call	CW/HTA/ERS
Gregory Nelson	10/31/19	2.0	Review of Materials Summarizing Proposal	CW

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Gregory Nelson	10/31/19	1.0	FOMB Board Call	CW
Gregory Nelson	10/31/19	1.0	Call with FOMB Advisors	HTA
Gregory Nelson	10/31/19	1.0	Call with FOMB and AAFAF Advisors	CW
		151.0		

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Daniel Cajigas	10/01/19	1.0	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/01/19	5.0	Calls with AAFAF and CW Advisors	CW
Daniel Cajigas	10/01/19	7.0	Preparation and Revisions to Analysis	CW
Daniel Cajigas	10/01/19	1.5	Review FOMB Advisor's Materials	CW
Daniel Cajigas	10/01/19	0.5	Coordinate with FOMB Advisors	CW
Daniel Cajigas	10/02/19	1.5	Revisions to Analysis	CW
Daniel Cajigas	10/02/19	0.5	Coordinate Printing of Mediation Materials	CW
Daniel Cajigas	10/02/19	9.0	Mediation and Related Meetings	CW
Daniel Cajigas	10/03/19	1.0	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/03/19	2.0	Prepare Analysis for Mediation Team FA	CW
Daniel Cajigas	10/04/19	1.0	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/04/19	2.0	Review FOMB Advisor's Materials	HTA
Daniel Cajigas	10/04/19	3.0	Prepare Internal Analysis	HTA
Daniel Cajigas	10/04/19	1.0	Discussion with AAFAF Advisors	HTA
Daniel Cajigas	10/04/19	1.0	FOMB Board Call	CW/HTA/ERS
Daniel Cajigas	10/05/19	1.0	Review HTA Fiscal Plan	HTA
Daniel Cajigas	10/05/19	1.0	Review Materials from FOMB Advisors	HTA
Daniel Cajigas	10/05/19	1.0	Discussion with FOMB Advisors	HTA
Daniel Cajigas	10/05/19	5.0	Preparation of Analysis	HTA
Daniel Cajigas	10/06/19	3.0	Preparation and Revisions to Analysis	HTA
Daniel Cajigas	10/06/19	2.0	Internal Discussions re Analysis	HTA
Daniel Cajigas	10/06/19	2.0	Review of Holdings Information	CW
Daniel Cajigas	10/06/19	1.0	Review of Creditor Counterproposal	CW
Daniel Cajigas	10/07/19	3.5	Revisions to Presentation Materials	HTA
Daniel Cajigas	10/07/19	5.0	Preparation of Creditor Counterproposal Analysis	CW
Daniel Cajigas	10/07/19	0.5	Coordinate Printing of Mediation Materials	CW
Daniel Cajigas	10/07/19	1.0	Review Materials from FOMB Advisors	HTA
Daniel Cajigas	10/08/19	1.0	Revise Presentation Materials	HTA
Daniel Cajigas	10/08/19	0.5	Coordinate Printing of Mediation Materials	HTA
Daniel Cajigas	10/08/19	2.0	Review Creditor Proposal	CW
Daniel Cajigas	10/09/19	1.0	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/09/19	0.5	Review Holdings Information	CW
Daniel Cajigas	10/10/19	7.5	Prepare and Revise Board Analysis	CW
Daniel Cajigas	10/10/19	1.0	Discussion re Materials for Creditors	CW
Daniel Cajigas	10/10/19	4.0	Mediation Meetings	CW
Daniel Cajigas	10/10/19	0.5	Call with FOMB and AAFAF Advisors	CW
Daniel Cajigas	10/11/19	0.5	Revise Presentation Materials	CW
Daniel Cajigas	10/11/19	1.0	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/11/19	1.0	Call with FOMB and AAFAF Advisors	CW
Daniel Cajigas	10/11/19	1.0	FOMB Board Call	CW/HTA/ERS

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Professional	Date	Hours	Explanation	Entity
Daniel Cajigas	10/11/19	2.0	Calls with FOMB Advisors	CW
Daniel Cajigas	10/11/19	2.0	Revisions to FOMB Materials	CW/HTA/ERS
Daniel Cajigas	10/12/19	6.0	Revisions to FOMB Materials	CW/HTA/ERS
Daniel Cajigas	10/13/19	5.0	Revisions to FOMB Materials	CW/HTA/ERS
Daniel Cajigas	10/14/19	1.0	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/14/19	7.0	Revisions to FOMB Materials	CW/HTA/ERS
Daniel Cajigas	10/14/19	5.0	Travel to DC	CW/HTA/ERS
Daniel Cajigas	10/15/19	5.0	Court Hearing	CW
Daniel Cajigas	10/15/19	4.0	Board Meeting	CW
Daniel Cajigas	10/15/19	5.0	Travel to NYC	CW
Daniel Cajigas	10/15/19	4.0	Prepare Analysis	CW
Daniel Cajigas	10/16/19	1.0	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/16/19	3.0	Revisions to Analysis	CW
Daniel Cajigas	10/16/19	2.0	Meeting with Creditors and Advisors	CW/HTA
Daniel Cajigas	10/16/19	5.0	Preparation of Presentation Materials	CW/HTA.ERS
Daniel Cajigas	10/17/19	1.0	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/17/19	7.0	Revision of Presentation Materials	CW/HTA/ERS
Daniel Cajigas	10/17/19	2.0	Discussions re Board Materials	CW/HTA/ERS
Daniel Cajigas	10/18/19	3.0	Revision of Presentation Materials	CW/HTA/ERS
Daniel Cajigas	10/18/19	3.0	Meeting with AAFAF and FOMB Advisors	CW
Daniel Cajigas	10/18/19	1.0	Working Group Call	CW
Daniel Cajigas	10/19/19	7.0	Revision of Presentation Materials	CW
Daniel Cajigas	10/19/19	0.5	Internal Group Call	CW
Daniel Cajigas	10/19/19	1.0	Working Group Call	CW
Daniel Cajigas	10/20/19	3.0	Preparation of Analysis	CW
Daniel Cajigas	10/21/19	5.0	Follow-Up Analysis to Board Call	CW
Daniel Cajigas	10/21/19	1.0	Board Call	CW
Daniel Cajigas	10/21/19	1.0	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/21/19	0.5	Internal Group Call	HTA
Daniel Cajigas	10/21/19	1.0	Call with FOMB and AAFAF	CW/HTA/ERS
Daniel Cajigas	10/22/19	1.0	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/22/19	4.0	Prepare and revise presentation materials	CW
Daniel Cajigas	10/22/19	2.0	Claims reconciliation	HTA
Daniel Cajigas	10/23/19	0.5	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/23/19	2.5	Meeting with AAFAF and FOMB Advisors	CW
Daniel Cajigas	10/23/19	3.0	Updates to Settlement Proposal	CW
Daniel Cajigas	10/23/19	1.0	Call with FOMB and AAFAF Advisors	CW
Daniel Cajigas	10/23/19	1.0	Call with FOMB and AAFAF Advisors	HTA
Daniel Cajigas	10/24/19	4.0	Mediation	CW
Daniel Cajigas	10/24/19	1.0	Call with Working Group	CW

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Daniel Cajigas	10/24/19	1.0	Preparation for Call with Mediator FA	CW
Daniel Cajigas	10/25/19	1.0	Preparation of Analysis for Mediator FA	CW/HTA/ERS
Daniel Cajigas	10/25/19	1.0	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/25/19	2.0	Preparation of Analysis for Mediator FA	CW/HTA/ERS
Daniel Cajigas	10/25/19	1.0	Board Call	CW/HTA/ERS
Daniel Cajigas	10/28/19	0.5	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/28/19	0.5	Call with Mediator FA	CW/HTA/ERS
Daniel Cajigas	10/28/19	0.5	Call with Mediator FA	CW/HTA/ERS
Daniel Cajigas	10/28/19	1.0	Calls with FOMB Advisors	CW
Daniel Cajigas	10/28/19	3.0	Meeting with FOMB Advisors and Counsel	CW
Daniel Cajigas	10/28/19	1.0	Call with AAFAF and FOMB Advisors	HTA
Daniel Cajigas	10/28/19	1.0	Review Materials from FOMB Advisors	CW/HTA/ERS
Daniel Cajigas	10/29/19	1.5	Preparation of Analysis	CW
Daniel Cajigas	10/29/19	0.5	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/29/19	0.5	Call re Settlement Structure	CW
Daniel Cajigas	10/29/19	1.0	Internal Meeting re Proposal	CW
Daniel Cajigas	10/29/19	2.5	Meeting with AAFAF and FOMB Advisors	CW
Daniel Cajigas	10/29/19	1.0	Internal Working Group Call	CW
Daniel Cajigas	10/30/19	3.0	Preparation of Analysis for Mediation Team FA	CW/HTA/ERS
Daniel Cajigas	10/30/19	0.5	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/30/19	3.0	Meeting with AAFAF and FOMB Advisors	CW/HTA
Daniel Cajigas	10/30/19	3.0	Claims reconciliation	HTA
Daniel Cajigas	10/30/19	3.0	Review of Creditor Counter	CW
Daniel Cajigas	10/31/19	0.5	Working Group Call	CW/HTA/ERS
Daniel Cajigas	10/31/19	4.0	Preparation of Analysis	CW
Daniel Cajigas	10/31/19	1.0	FOMB Board Call	CW
Daniel Cajigas	10/31/19	1.0	Call with FOMB Advisors	HTA
Daniel Cajigas	10/31/19	1.0	Call with FOMB and AAFAF Advisors	CW
		239.0		